

# STATEMENT OF FINANCIAL AFFAIRS

## UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

Chapter 11

In re: Southland Center, LLC

Case Number: 09-12015

Debtor.

This statement is to be completed by every debtor. Spouses filing a joint petition may file a statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

### DEFINITIONS

*"In business."* A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within the six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

*"Insider."* The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101.

#### 1. Income from employment or operation of business

None ☐ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed).

See attachment 1 of the Statement of Financial Affairs

#### 2. Income other than from employment or operation of business

None ☐ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two year** immediately preceding the commencement of this case. Give particular If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed).

See attachment 2 of the Statement of Financial Affairs

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### 3. Payments to Creditors

*Complete a. or b., as appropriate, and c.*

None  
☒ *a. Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case if the aggregate value of all property that constitutes or is affected by such transfer is not less than \$600. Indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None  
☐ *b. Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

**See attachment 3b of the Statement of Financial Affairs**

None  
☒ *c. All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

**See Attachment 3c of the Statement of Financial Affairs for GGP Limited Partnership**

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### 4. Suits, executions, garnishments, and attachments

None  
☒ *a.* List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None  
☒ *b.* Describe all property that has been attached, garnished, or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

**In the ordinary course of business, the Debtors may be obligated to withhold amounts from the paychecks of various regular employees in connection with garnishment orders or other state law withholding orders. The Debtors believe that these amounts do not constitute property of the estate and, accordingly, are not responsive to this question. Moreover, out of concerns for the confidentiality of the Debtors' employees, the Debtors have not listed any such garnishment in response to this question.**

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### 5. Repossessions, foreclosures, and returns

None  
☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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### 6. Assignments and receiverships

None  
☒ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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None  
☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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### 7. Gifts

None  
☒ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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### 8. Losses

None  
☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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### 9. Payments related to debt counseling or bankruptcy

None  
☒ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, or consultation concerning debt consolidation, relief under the bankruptcy laws, preparation of a petition in bankruptcy within **one year** immediately preceding the commencement of this case.

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### 10. Other transfers

None  
☒ List all other property, other than property transferred in the ordinary course of the business or financial affairs of the Debtor transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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None  
☒ b. List all property transferred by the debtor within **two years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

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**11. Closed financial accounts**

None  
☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

**See attachment 11 of the Statement of Financial Affairs**

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**12. Safe deposit boxes**

None  
☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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**13. Setoffs**

None  
☒ List all setoffs made by any creditor, including a bank, against debts or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

**In the ordinary course of its business prior to the Petition Date (and subsequent to the Petition Date pursuant to Bankruptcy Court approval), Debtors routinely agreed to (and continue to agree to) provide rent credits or other setoffs to tenants under real property leases as a result of tenant overpayments of non-rent items, tenant improvement allowances and other matters. Given the high number and normal course nature of these setoffs, the Debtors have not reflected these setoffs under Question 13.**

**On April 2, 2009, U.S. Bank National Association ("U.S. Bank") notified GGP Limited Partnership ("GGPLP") of an event of default under the parties' standard form master agreement promulgated by the International Swap and Derivatives Association, Inc. ("ISDA") dated as of July 31, 2008 (the "ISDA Master Agreement"). U.S. Bank then froze a portion of the funds in a general deposit account ("Deposit Account") that GGPLP maintained at U.S. Bank. The following day U.S. Bank declared \$3,627,764.24 due and owing under the ISDA Master Agreement and withdrew and set off that amount from the Deposit Account. GGPLP and the Debtors reserve all rights in connection with the setoff and the withdrawal of funds from the Deposit Account at U.S. Bank.**

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**14. Property held for another person**

None  
☒ List all property owned by another person that the debtor holds or controls.

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**15. Prior address of debtor**

None  
☒ If the debtor has moved within the **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

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**16. Spouses and Former Spouses**

None  
☒ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington or Wisconsin) within **eight-years** immediately preceding the commencement of this case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

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## 17. Environmental Information

For the purposes of this questions, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

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|---|--|
| None<br><input checked="" type="checkbox"/> | a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law. |
| <hr/>                                       |  |
| None<br><input checked="" type="checkbox"/> | b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.   |
| <hr/>                                       |  |
| None<br><input checked="" type="checkbox"/> | c. List all judicial or administrative proceedings, including settlements or order, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.                    |
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## 18. Nature, location, and names of business

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|---|--|
| None<br><input checked="" type="checkbox"/> | <p>a. <i>If the debtor is an individual,</i> list the names, addresses and taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partnership, sole proprietorship, or was a self-employed professional within the <b>six-years</b> immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting of equity securities within the <b>six-years</b> immediately preceding the commencement of this case</p> <p style="padding-left: 40px;"><i>If the debtor is a partnership,</i> list the names, addresses and taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting securities, within the <b>six-years</b> immediately preceding the commencement of this case.</p> <p style="padding-left: 40px;"><i>If the debtor is a corporation,</i> list the names, addresses and taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting securities, within the <b>six-years</b> immediately preceding the commencement of this case.</p> |
| <hr/>                                       |  |
| None<br><input checked="" type="checkbox"/> | b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.  |
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within the **six-years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sold proprietor or otherwise self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within the six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

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**19. Books, records and financial statements**

None  
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a. List all bookkeepers and accountants who within the **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

**Edmund Hoyt, Chief Financial Officer from 10/03/08 to present.**  
**Bernard Freibaum, Chief Financial Officer from 10/18/93 to 10/03/08.**

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None  
☐

b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

**NAME AND ADDRESS**

**Deloitte & Touche LLP – Chicago, IL**

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None  
☒

c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

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None  
☐

d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom a financial statement was issued within the **two years** immediately preceding the commencement of this case by the debtor.

**General Growth files reports with the SEC (collectively, the 'SEC Filings') which contain consolidated financial information relating to General Growth and its affiliates. Because the SEC Filings are of public record, the Debtors do not maintain records of the parties who requested or obtained copies of any of the SEC Filings from the SEC, the Debtors or other sources. In addition, Debtors provide reporting information to lenders as required by their individual loan agreements, which information may include financial statements of the Debtors.**

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**20. Inventories**

None  
☒

a. List the dates of the last two inventories taken of the debtor's property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

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None  
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b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

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**21. Current Partners, Officers, Directors and Shareholders**

None  
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a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

**See attachment 21a of the Statement of Financial Affairs**

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None  
☒

b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent of more of the voting or equity securities of the corporation.

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**22. Former partners, officers, directors, and shareholders.**

None  
☒

a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

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None  
☐

b. If the debtor is a corporation, list all officers, or directors whose relationships with the corporation terminated within **one year** immediately preceding the commencement of this case.

**See attachment 22b of the Statement of Financial Affairs**

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**23. Withdrawals from a partnership or distributions by a corporation**

None  
☒

If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

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**24. Tax Consolidation Group**

None  
☒

If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within the **six-years** immediately preceding the commencement of this case.

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**25. Pension Funds**

None  
☒

If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six-years** immediately preceding the commencement of this case.

1. Income from employment or operation of business.

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<u>Year</u>	<u>Amount</u>
12/31/2007 Annual Gross Revenue	\$18,366,290
12/31/2008 Annual Gross Revenue	\$17,251,964
3/31/2009 YTD Gross Revenue	\$4,283,895



2. Income other than from employment or operation of business.

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<u>Type of Income</u>	<u>2007</u>	<u>2008</u>	<u>3/31/2009 YTD</u>
OTHER INCOME	\$447,701	\$413,914	\$70,078

Specific Notes

Types of “other” income include, without limitation, gain/loss on disposition of assets, finance interests income, royalty revenue, vending income, sponsorship income, and advertising venues and sales

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## 3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
AMBIUS INC. (06)	P.O. BOX 95409	PALATINE, IL 60095-0409	3/2/2009	10311069	\$3,846	
TOTAL						\$3,846
AMBIUS INC. (42)	P.O. BOX 95409	PALATINE, IL 60095-0409	1/30/2009	10305050	\$3,846	
TOTAL						\$3,846
AMERICAN EXPRESS CPC (ACH ONLY	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	3/6/2009	7180674	\$18	
AMERICAN EXPRESS CPC (ACH ONLY	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	2/19/2009	7179949	\$27	
AMERICAN EXPRESS CPC (ACH ONLY	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	1/16/2009	7178395	\$32	
AMERICAN EXPRESS CPC (ACH ONLY	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	2/19/2009	7179949	\$53	
AMERICAN EXPRESS CPC (ACH ONLY	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	3/23/2009	7181496	\$59	
AMERICAN EXPRESS CPC (ACH ONLY	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	4/1/2009	7181883	\$60	
AMERICAN EXPRESS CPC (ACH ONLY	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	1/16/2009	7178395	\$127	
AMERICAN EXPRESS CPC (ACH ONLY	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	3/23/2009	7181496	\$164	
AMERICAN EXPRESS CPC (ACH ONLY	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	4/1/2009	7181883	\$245	
AMERICAN EXPRESS CPC (ACH ONLY	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	1/23/2009	7178710	\$262	
AMERICAN EXPRESS CPC (ACH ONLY	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	3/6/2009	7180674	\$287	
AMERICAN EXPRESS CPC (ACH ONLY	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	2/19/2009	7179949	\$296	
AMERICAN EXPRESS CPC (ACH ONLY	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	1/16/2009	7178395	\$329	
AMERICAN EXPRESS CPC (ACH ONLY	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	2/19/2009	7179949	\$402	
AMERICAN EXPRESS CPC (ACH ONLY	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	1/23/2009	7178710	\$598	
AMERICAN EXPRESS CPC (ACH ONLY	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	2/19/2009	7179949	\$784	

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## 3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	3/12/2009	7180892	\$1,332	
AMERICAN EXPRESS CPC (ACH ONLY)	CORPORATE CARD CTX ACCT C/O MELLON TR OF NEW ENGLAND,NA BOSTON PLACE	BOSTON, MA 2108	4/1/2009	7181883	\$1,500	
TOTAL						\$6,576
AQUATROL	P.O. BOX 19569	ATLANTA, GA 30325-0569	2/10/2009	10306707	\$790	
TOTAL						\$790
AT&T LONG DISTANCE	PO BOX 660688	DALLAS, TX 75266-0688	2/19/2009	7179949	\$681	
AT&T LONG DISTANCE	PO BOX 660688	DALLAS, TX 75266-0688	1/23/2009	7178710	\$689	
AT&T LONG DISTANCE	PO BOX 660688	DALLAS, TX 75266-0688	3/19/2009	7181349	\$693	
AT&T LONG DISTANCE	PO BOX 660688	DALLAS, TX 75266-0688	4/15/2009	7182846	\$698	
AT&T LONG DISTANCE	PO BOX 660688	DALLAS, TX 75266-0688	3/6/2009	7180674	\$716	
AT&T LONG DISTANCE	PO BOX 660688	DALLAS, TX 75266-0688	4/8/2009	7182166	\$722	
AT&T LONG DISTANCE	PO BOX 660688	DALLAS, TX 75266-0688	2/6/2009	7179310	\$757	
TOTAL						\$4,956
AT&T MOBILITY	P O BOX 6463	CAROL STREAM, IL 60197-6463	3/6/2009	7180674	\$56	
AT&T MOBILITY	P O BOX 6463	CAROL STREAM, IL 60197-6463	2/6/2009	7179310	\$57	
AT&T MOBILITY	P O BOX 6463	CAROL STREAM, IL 60197-6463	4/1/2009	7181883	\$58	
TOTAL						\$171
AUTOMOTIVE RENTALS, INC. (P-CA	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	3/23/2009	7181496	\$525	
AUTOMOTIVE RENTALS, INC. (P-CA	P.O. BOX 8500-4375 ATTN: MARQUES WILLIAMS	PHILADELPHIA, PA 19178-4375	4/8/2009	7182166	\$734	
TOTAL						\$1,259
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	1/21/2009	10302529	\$40	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	4/3/2009	10316361	\$80	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	2/27/2009	10311071	\$120	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	2/27/2009	10311071	\$120	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	2/27/2009	10311071	\$120	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	1/27/2009	10303876	\$160	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	1/27/2009	10303876	\$160	

3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	4/3/2009	10316361	\$200	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	3/11/2009	10312926	\$280	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	2/27/2009	10311071	\$320	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	2/3/2009	10305928	\$360	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	3/11/2009	10312926	\$400	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	2/27/2009	10311071	\$440	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	4/3/2009	10316361	\$480	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	2/27/2009	10311071	\$520	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	2/3/2009	10305928	\$520	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	4/3/2009	10316361	\$560	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	4/3/2009	10316361	\$600	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	2/27/2009	10311071	\$600	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	3/11/2009	10312926	\$640	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	3/11/2009	10312926	\$720	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	2/3/2009	10305928	\$720	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	3/3/2009	10311663	\$720	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	3/11/2009	10312926	\$720	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	4/3/2009	10316361	\$760	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	1/21/2009	10302529	\$800	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	3/3/2009	10311663	\$800	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	2/24/2009	10309971	\$800	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	4/3/2009	10316361	\$800	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	2/3/2009	10305928	\$840	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	3/17/2009	10313767	\$840	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	2/3/2009	10305928	\$880	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	1/21/2009	10302529	\$1,000	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	2/27/2009	10311071	\$1,040	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	4/3/2009	10316361	\$1,120	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	2/24/2009	10309971	\$1,120	

3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	4/3/2009	10316361	\$1,120	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	2/24/2009	10309971	\$1,160	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	2/27/2009	10311071	\$1,320	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	2/3/2009	10305928	\$42,067	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	2/27/2009	10311071	\$42,067	
BACKER LANDSCAPING	15251 E 12 MILE RD	ROSEVILLE, MI 48066	3/17/2009	10313767	\$42,067	
<b>TOTAL</b>						<b>\$150,200</b>
BEAUTY'S MYSTERY	ATTENTION: GUY SASSON 20433 MAPLEWOOD	LIVONIA, MI 48152	3/11/2009	10287733	\$675	
<b>TOTAL</b>						<b>\$675</b>
CITY OF TAYLOR	P O BOX 335	TAYLOR, MI 48180-0335	2/17/2009	10307410	\$319,207	
<b>TOTAL</b>						<b>\$319,207</b>
D.L. PETERSON TRUST-PHH ARVAL	5924 COLLECTIONS CENTER DRIVE	CHICAGO, IL 60693	4/15/2009	7182846	\$920	
<b>TOTAL</b>						<b>\$920</b>
DP PLUMBING INC	P O BOX 395	TAYLOR, MI 48180	2/6/2009	7179310	\$632	
DP PLUMBING INC	P O BOX 395	TAYLOR, MI 48180	2/6/2009	7179310	\$1,225	
DP PLUMBING INC	P O BOX 395	TAYLOR, MI 48180	1/30/2009	7178957	\$1,500	
<b>TOTAL</b>						<b>\$3,357</b>
DYMAX SERVICE INC	4751 MUSTANG CIRCLE	ST PAUL, MN 55112	1/30/2009	10303407	\$630	
<b>TOTAL</b>						<b>\$630</b>
ELECTRICAL INSPECTION & SERVIC	P.O. BOX 1910	ROYAL OAK, MI 48068-1910	4/3/2009	10315557	\$1,200	
<b>TOTAL</b>						<b>\$1,200</b>
ENERTEMP, INC	3961 EASTERN AVE SE	GRAND RAPIDS, MI 49508	1/21/2009	10301977	\$1,510	
ENERTEMP, INC	3961 EASTERN AVE SE	GRAND RAPIDS, MI 49508	3/2/2009	10311074	\$4,421	
ENERTEMP, INC	3961 EASTERN AVE SE	GRAND RAPIDS, MI 49508	2/9/2009	10305054	\$4,421	
<b>TOTAL</b>						<b>\$10,353</b>
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	2/27/2009	7180288	\$20	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	3/12/2009	7180892	\$28	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	1/16/2009	7178395	\$179	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	3/6/2009	7180674	\$571	

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## 3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	3/19/2009	7181349	\$597	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	4/15/2009	7182846	\$698	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	2/6/2009	7179310	\$934	
GRAINGER INC (P-CARD ONLY)	100 GRAINGER PARKWAY	LAKE FOREST, IL 60045	2/27/2009	7180288	\$952	
<b>TOTAL</b>						<b>\$3,980</b>
HESS GLASS COMPANY	17122 BRAILE	DETROIT, MI 48219	4/10/2009	10317665	\$6,026	
<b>TOTAL</b>						<b>\$6,026</b>
IEM, INC (INTERNAT'L ENVIRONME	24516 NETWORK PLACE	CHICAGO, IL 60673-1245	4/13/2009	10317666	\$833	
IEM, INC (INTERNAT'L ENVIRONME	24516 NETWORK PLACE	CHICAGO, IL 60673-1245	1/16/2009	10301978	\$833	
<b>TOTAL</b>						<b>\$1,667</b>
IKON FINANCIAL SERVICES	P.O. BOX 650016	DALLAS, TX 75265-0016	4/7/2009	10315559	\$189	
IKON FINANCIAL SERVICES	P.O. BOX 650016	DALLAS, TX 75265-0016	2/19/2009	10308027	\$676	
<b>TOTAL</b>						<b>\$864</b>
INTERNATIONAL ENVIRONMENTAL MA	11625 RAINWATER DRIVE, SUITE 200	ALPHARETTA, GA 30009	1/30/2009	7178943	\$336	
<b>TOTAL</b>						<b>\$336</b>
INTERNATIONAL ENVIRONMENTAL MG	24516 NETWORK PLACE	CHICAGO, IL 60673-1245	2/20/2009	10309379	\$833	
<b>TOTAL</b>						<b>\$833</b>
LIGHTING SUPPLY CO	10651 NORTHEND AVE	FERNDAL, MI 48220	4/8/2009	7182166	(\$298)	
LIGHTING SUPPLY CO	10651 NORTHEND AVE	FERNDAL, MI 48220	3/19/2009	7181349	\$298	
LIGHTING SUPPLY CO	10651 NORTHEND AVE	FERNDAL, MI 48220	2/6/2009	7179310	\$356	
LIGHTING SUPPLY CO	10651 NORTHEND AVE	FERNDAL, MI 48220	3/12/2009	7180892	\$474	
<b>TOTAL</b>						<b>\$830</b>
LUTZ ROOFING	4721 22-MILE RD	SHELBY TOWNSHIP, MI 48317	2/3/2009	10303408	\$139	
LUTZ ROOFING	4721 22-MILE RD	SHELBY TOWNSHIP, MI 48317	2/2/2009	10305055	\$158	
LUTZ ROOFING	4721 22-MILE RD	SHELBY TOWNSHIP, MI 48317	2/2/2009	10305055	\$183	
LUTZ ROOFING	4721 22-MILE RD	SHELBY TOWNSHIP, MI 48317	2/3/2009	10303408	\$183	
LUTZ ROOFING	4721 22-MILE RD	SHELBY TOWNSHIP, MI 48317	2/9/2009	10306708	\$322	
LUTZ ROOFING	4721 22-MILE RD	SHELBY TOWNSHIP, MI 48317	2/9/2009	10306708	\$366	
LUTZ ROOFING	4721 22-MILE RD	SHELBY TOWNSHIP, MI 48317	2/3/2009	10303408	\$453	

3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
TOTAL						\$1,804
MICHIGAN COFFEE AND VENDING SE	1460 COMBERMERE DRIVE	TROY, MI 48083	4/15/2009	7182846	\$105	
MICHIGAN COFFEE AND VENDING SE	1460 COMBERMERE DRIVE	TROY, MI 48083	4/1/2009	7181883	\$171	
MICHIGAN COFFEE AND VENDING SE	1460 COMBERMERE DRIVE	TROY, MI 48083	2/27/2009	7180283	\$185	
MICHIGAN COFFEE AND VENDING SE	1460 COMBERMERE DRIVE	TROY, MI 48083	1/30/2009	7178952	\$213	
MICHIGAN COFFEE AND VENDING SE	1460 COMBERMERE DRIVE	TROY, MI 48083	1/23/2009	7178710	\$322	
TOTAL						\$994
MICHIGAN DEPARTMENT OF TREASUR	DEPT. 77003	DETROIT, MI 48277-0003	1/21/2009	10302314	\$6,333	
MICHIGAN DEPARTMENT OF TREASUR	DEPT. 77003	DETROIT, MI 48277-0003	3/23/2009	10313875	\$6,579	
MICHIGAN DEPARTMENT OF TREASUR	DEPT. 77003	DETROIT, MI 48277-0003	2/24/2009	10309634	\$6,582	
TOTAL						\$19,495
MILLARD GROUP INC, THE	94346 EAGLE WAY	CHICAGO, IL 60678-9430	2/10/2009	10307359	\$1,028	
MILLARD GROUP INC, THE	94346 EAGLE WAY	CHICAGO, IL 60678-9430	4/6/2009	10317070	\$41,570	
MILLARD GROUP INC, THE	94346 EAGLE WAY	CHICAGO, IL 60678-9430	2/10/2009	10307359	\$53,898	
TOTAL						\$96,495
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	3/2/2009	10311888	\$1,028	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	3/17/2009	10313522	\$1,028	
MILLARD MALL SERVICES, INC.	35075 EAGLE WAY	CHICAGO, IL 60678	3/17/2009	10313421	\$49,213	
TOTAL						\$51,268
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/6/2009	7179310	\$26	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/13/2009	7179595	\$35	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/19/2009	7179949	\$40	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/18/2009	7179777	\$147	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	1/30/2009	7178949	\$193	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	3/6/2009	7180674	\$195	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	2/27/2009	7180289	\$246	
OFFICEMAX (P-CARD ONLY)	P.O. BOX 6718	THE LAKES, NV 88901-6718	1/23/2009	7178710	\$534	
TOTAL						\$1,414
PITNEY BOWES GLOBAL FINANCIAL	P O BOX 856460	LOUISVILLE, KY 40285-6460	4/15/2009	10317668	\$29	

3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
PITNEY BOWES GLOBAL FINANCIAL	P.O. BOX 856460	LOUISVILLE, KY 40285-6460	4/15/2009	10317667	\$55	
PITNEY BOWES GLOBAL FINANCIAL	P O BOX 856460	LOUISVILLE, KY 40285-6460	1/20/2009	10301979	\$205	
TOTAL						\$289
PITNEY BOWES POSTAGE BY PHONE	P.O. BOX 856042	LOUISVILLE, KY 40285-6042	1/20/2009	10301980	\$235	
PITNEY BOWES POSTAGE BY PHONE	P.O. BOX 856042	LOUISVILLE, KY 40285-6042	4/14/2009	10317669	\$1,000	
TOTAL						\$1,235
PROFESSIONAL GROUNDS SERVICES	23077 GREENFIELD, STE 107	SOUTHFIELD, MI 48075	2/2/2009	10305056	\$5,644	
PROFESSIONAL GROUNDS SERVICES	23077 GREENFIELD, STE 107	SOUTHFIELD, MI 48075	3/2/2009	10311075	\$5,644	
TOTAL						\$11,288
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	3/19/2009	7181349	\$57	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	3/12/2009	7180892	\$57	
REGENCY LIGHTING (P-CARD ONLY)	23661 NETWORK PLACE	CHICAGO, IL 60673	2/13/2009	7179595	\$912	
TOTAL						\$1,026
SKYLINE ELECTRICAL CONTRACTING	22755 KELLY ROAD	EASTPOINTE, MI 48021	4/8/2009	7182166	\$1,000	
TOTAL						\$1,000
STATE CHEMICAL MFG. CO., THE	P.O. BOX 74189	CLEVELAND, OH 44194-0268	3/20/2009	10314391	\$1,026	
TOTAL						\$1,026
TEMPERATURE SERVICES INC	37107 SCHOOLCRAFT ROAD	LIVONIA, GA 48150	2/25/2009	10305059	\$1,758	
TOTAL						\$1,758
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	1/22/2009	10302824	\$254	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/30/2009	10314891	\$21,106	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/20/2009	10313422	\$21,453	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	1/22/2009	10302824	\$21,544	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	3/11/2009	10313136	\$22,077	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	2/17/2009	10308491	\$22,580	
VALOR SECURITY SERVICES	PO BOX 643776	CINCINNATI, OH 45264-3776	2/3/2009	10305689	\$23,499	
TOTAL						\$132,513



3b Net payments made to creditors within the past 90 days.

<u>Payee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Clear Date</u>	<u>Payment Number</u>	<u>Payment Amount</u>	<u>Total Amount Paid</u>
TOTAL						\$844,128

Specific Notes

The dates set forth in the “Date of Payment” column relate to one of the following: (i) the date of a wire transfer; (ii) the date of an “ACH” payment; or (iii) the clearance date for a check or money order. In addition to the payments disclosed in response to this Question, the Debtors engaged in numerous transactions, including payments and other transfers, with their Debtor and non-Debtor affiliates on a daily basis. Given the significant volume and ordinary course nature of such transactions, the Debtors may not have listed all such transactions in response to this Question 3(b).

11. Closed Financial Accounts

<u>Bank</u>	<u>Bank Address</u>	<u>City, State Zip</u>	<u>Account Number</u>	<u>Description</u>	<u>Close Date</u>
M&T BANK	25 S CHARLES STREET, 17TH FLOOR	BALTIMORE, MD 21201	19090958	BANK ACCOUNT	3/2/2009

Specific Notes

Despite their reasonable efforts to identify all bank accounts of the Debtors closed within one year of the Petition Date, due to the large number of bank accounts maintained by the Debtors, it is possible that certain bank accounts in addition to the accounts listed herein were closed during the one year period prior to the Petition Date.

**21b. Current Officers, Directors and Stockholders holding 5% or more of the voting or equity securities**

<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>City, State, Zip</u>
ADAM S. METZ	CHIEF EXECUTIVE OFFICER	110 N. WACKER	CHICAGO, IL 60606
CAROL A. WILLIAMS	ASSISTANT SECRETARY	110 N. WACKER	CHICAGO, IL 60606
CHARLES H. CREMENS	MANAGER (INDEPENDENT)	230 CEDAR STREET	CHATHAM, MA 02633
EDMUND J. HOYT	TREASURER	110 N. WACKER	CHICAGO, IL 60606
HOWARD A. SIGAL	ASSISTANT SECRETARY	110 N. WACKER	CHICAGO, IL 60606
JOHN V. HOWARD	MANAGER (INDEPENDENT)	545 THERESA DRIVE	BOULDER, CO 80303
KATHLEEN M. COURTIS	VICE PRESIDENT	110 N. WACKER	CHICAGO, IL 60606
LINDA J. WIGHT	VICE PRESIDENT & ASSISTANT SECRETARY	110 N. WACKER	CHICAGO, IL 60606
MICHAEL CHIMITRIS	ASSISTANT SECRETARY	110 N. WACKER	CHICAGO, IL 60606
ROBERT A. MICHAELS	CHIEF OPERATING OFFICER	110 N. WACKER	CHICAGO, IL 60606
ROBERT A. MICHAELS	MANAGER	110 N. WACKER	CHICAGO, IL 60606
RONALD L. GERN	SENIOR VICE-PRESIDENT & SECRETARY	110 N. WACKER	CHICAGO, IL 60606
SHARON M. POLONIA	EXECUTIVE VICE-PRESIDENT	110 N. WACKER	CHICAGO, IL 60606
THOMAS H. NOLAN, JR.	PRESIDENT	110 N. WACKER	CHICAGO, IL 60606
THOMAS H. NOLAN, JR.	MANAGER	110 N. WACKER	CHICAGO, IL 60606

**Specific Notes**

Stockholders that own, control, or hold 5 percent or more of the voting or equity securities of Debtor named above can be found on the organizational chart on Exhibit B-13.

22b. Former Partners, Officers, Directors and Shareholders (Hold 5% or more)

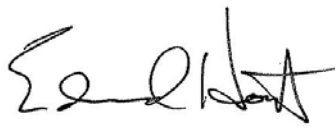
<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>City, State, Zip</u>
BERNARD FREIBAUM	EXECUTIVE VICE-PRESIDENT AND TREASURER	110 N. WACKER DRIVE	CHICAGO, IL 60606
BERNARD FREIBAUM	MANAGER	110 N. WACKER DRIVE	CHICAGO, IL 60606
JAMES D. LANO	ASSISTANT SECRETARY	110 N. WACKER DRIVE	CHICAGO, IL 60606
JEAN SCHLEMMER	SENIOR VICE PRESIDENT	110 N. WACKER DRIVE	CHICAGO, IL 60606
JOHN W. STEELE, III	ASSISTANT SECRETARY	110 N. WACKER DRIVE	CHICAGO, IL 60606
MARY S. STAWIKEY	MANAGER (INDEPENDENT)	2711 CENTERVILLE ROAD, SUITE	WILMINGTON, DE 19808
SUZANNE M. HAY	MANAGER (INDEPENDENT)	2711 CENTERVILLE ROAD, SUITE	WILMINGTON, DE 19808

**DECLARATION CONCERNING DEBTOR'S STATEMENT OF FINANCIAL AFFAIRS**

I, authorized signatory of this debtor entity, declare under penalty of perjury that I have read the answers contained in the foregoing Statement of Financial Affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

SOUTHLAND CENTER, LLC

**Date:** August 26, 2009

**By:**   
EDMUND HOYT, Authorized Signatory

*Penalty for making a false statement: Fine of up to \$500,000, or imprisonment for up to 5 years, or both. 18 U.S.C. § 152 and 3571.*